

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

Registered Office : 16, Hare Street, Kolkata - 700 001

Phone : 033-2248-2391/2/3 • Fax : 033-2248 9382

Website : www.longviewtea.org • E-mail : info@longviewtea.org

NOTICE

Notice is hereby given that the Annual General Meeting of the shareholders of the Longview Tea Company Limited will be held at Committee Room of Calcutta Chamber of Commerce at 18H, Park Street, Kolkata 700071 on Thursday, the 29th September, 2016 at 10.30 A.M. to transact the following business:-

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Yashwant Kumar Daga (DIN: 00040632) who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

“Resolved that pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, and pursuant to the recommendations of the Audit Committee, the Company hereby re-appoint M/s. Lodha & Company, Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration to be agreed upon between the Auditors and the Board of Directors.”

Special Business:

4. Approval of related party transaction under section 188 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as amended from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such consents, sanctions, permissions and approvals if any, as may be required, consent of the Company be and is hereby accorded to the Board to sell or dispose investments made by the Company by way of shares in Deepak Industries Limited and Deepak Spinners Limited to Promoters and Promoter group including the Company itself, for such consideration as may be decided by the Board, subject to a value not exceeding ₹3,55,00,000/- in case of Deepak Industries Limited and ₹45,00,000/- in case of Deepak Spinners Limited.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary and to do such acts, deeds, things and execute all such documents, undertaking as may be necessary to give effect to the above resolution.”

5. Approval to make investments, loans or guarantee under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass, with our without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board to make investments and to provide loan, give guarantee or security in connection with the loan, for an amount not exceeding Rs.75 crores, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, loan or guarantee or providing securities within the aforesaid limits and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient in respect of the above mentioned resolution.

6. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs.50/- (Rupees Fifty only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimate fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such documents.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

By Order of the Board of Directors
For Longview Tea Company Limited

Place: Kolkata
Date: 10th August, 2016

Ankita Agarwal
Company Secretary

NOTES

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no.4 to 6 above and relevant details of the Director seeking re-appointment, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 is annexed to this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person can not act as a proxy for any other person or shareholder. A Proxy form is sent herewith

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 23/09/2016 to 29/09/2016 (both days inclusive) for annual closing.
4. Members are requested to send all their correspondence to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and info@longviewtea.org.
5. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.

6. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the Company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
7. Notice of the AGM, Attendance Slip and Proxy form along with the Annual Report for 2015-16 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent in the permitted mode.
8. Members seeking any information are requested to write to the Company at least 7 days before the Meeting, so as to enable the Management to keep the information ready at the meeting.
9. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
10. Members may please note that no gifts are proposed to be distributed at the Meeting.
11. Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.longviewtea.org. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of "remote e-voting" (voting from a place other than the venue at AGM) to exercise their right to vote on all the resolutions set forth in this notice. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
2. The facility for E-voting through electronic voting system or through ballot paper shall also be made available at the venue of the AGM and the members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.
3. Shri Pravin Kumar Drolia, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.longviewtea.org) and on the website of CDSL (www.evotingindia.com) after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.
6. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22/09/2016.
7. The instructions for shareholders voting electronically are as under:
 - (i) The remote E-voting period begins on 26/09/2016 at 9.00 A.M. and ends on 28/09/2016 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 28/09/2016.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

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- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If both details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field .as mentioned in instruction (vii)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Longview Tea Company Limited” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT” A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app e-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For **Longview Tea Company Limited**

Ankita Agarwal
Company Secretary

Date: 10th August, 2016
Place: Kolkata

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4

The Company is holding 88725 and 25500 equity shares of Deepak Industries Limited and Deepak Spinners Limited as an investment in its books. The Board of Directors in order to raise funds wants to sell these shares to promoters or promoter group of those Companies as per the market price or at a price as may be decided by the Board. Section 188 of the Companies Act, 2013 lays down that prior approval from the shareholders of the Company through special resolution is required in case of selling or otherwise disposing of, or buying, property of any kind. Longview Tea Company Limited, being one of the Promoters in both the Companies, is a related party to Deepak Industries Limited and Deepak Spinners Limited.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed resolution to enter into with the related parties. Accordingly, the Board recommends passing the special resolution as set out in item no.4 of the Notice.

Mr. P.K. Daga and Mr. Y.K. Daga, being the Promoters and Directors in all the three Companies, and their relatives, Mr. Manoj Kumar Agrawal and Mr. O.P. Dokania, being related to the Director in Deepak Spinners Ltd. and Deepak Industries Limited, Mrs. Santosh Devi Mall being related to the KMP in Deepak Industries Limited, are interested in the proposed resolution. None of any other Key Managerial Personnel of the Company and their relatives, either directly or indirectly, is any way concerned or interested in the above resolution.

Item No.5

As per the provisions of Section 186 of the Companies Act, 2013, it would be necessary to obtain the approval of the members for making loans, giving guarantee or providing security in connection with the loan, or acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits laid down under the Act.

In order to enable the Company to invest further, it is considered necessary to obtain the approval of the members to approve loans, guarantees, security, for an amount not exceeding ₹75 crores, under the provisions of the Companies Act, 2013.

The Board recommends passing the special resolution as set out in item no.5 of the Notice.

None of the Director and Key Managerial Personnel of the Company and their relatives, either directly or indirectly, is any way concerned or interested in the above resolution except in the ordinary course of business.

Item No.6

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed Post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it's necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution as item no.6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at item no. 6 of the notice.

By Order of the Board

Place: Kolkata

Date: 10th August, 2016

Ankita Agarwal
Company Secretary

Details of Director seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on 29th September, 2016 as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Name of the Director	Shri Yashwant Kumar Daga
Director Identification Number (DIN)	00040632
Date of Appointment	01/01/1992
Qualification	B.Com (Hons.)
Experience in specific functional areas	Industrialist with rich and varied experience of more than 25 years, particularly in Tea, Textiles, Spinning, Renewable Power and Engineering.
Directorship in other Companies	Brua Hydrowatt Ltd. Contransys Pvt. Ltd. Deepak Gears Limited Merlin Holdings Pvt. Ltd. Narsingh Holdings Pvt. Ltd. Solding Hydrowatt Pvt. Ltd. HGI Industries Limited Mint Investments Limited The Oudh Sugar Mills Limited Deepak Industries Limited Merlin International Limited
Chairmanship/ Membership of Committees of other Companies in which he is a Director#	1. Deepak Industries Limited Audit Committee – Member Stakeholders’ Relationship Committee - Member 2. HGI Industries Limited Audit Committee – Member Stakeholders’ Relationship Committee - Member 3. Mint Investments Limited Audit Committee – Member Stakeholders’ Relationship Committee - Member 4. The Oudh Sugar Mills Limited Audit Committee – Member Stakeholders’ Relationship Committee - Member
No. of shares held in the Company	112500
Relationship between Directors in-terse (as per Companies Act, 2013)	Related to Shri Pradip Kumar Daga as Son

Committee positions only of Audit Committee and Stakeholders Relationship Committee in Public Companies have been considered.

Route Map



LONGVIEW TEA COMPANY LIMITED

Regd.Office : 16, Hare Street, Kolkata-700001

CIN : L15491WB1879PLC000377

Website : www.longviewtea.org, E-mail : info@longviewtea.org.

Phone No. 033-2248-2391/2/3, Fax No. 033-2248-9382

ATTENDANCE SLIP

Only shareholders or the proxies will be allowed to attend the meeting

D. P. ID*

Folio No

Client ID*

Number of

Shares held

I/ We hereby record my/our presence at the Annual General meeting of the Company for 2016-17 being held on Thursday, the 29th September, 2016 at 10.30 A.M.

Signature of shareholder : (1) (2) (3)

Signature of Proxy holder :

*Applicable for investors holding shares in electronic form.

Note : Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration Rules, 2014)

CIN : L15491WB1879PLC000377
 Name of the company : **LONGVIEW TEA COMPANY LIMITED**
 Registered Office : 16, Hare Street, Kolkata-700001

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/Client ID	
DP ID	

I / We, being the member(s) holding Equity shares of the above named company, do hereby appoint:

- Name Address.....
 Email Id Signature.....Or failing him
- Name..... Address.....
 Email Id..... Signature.....Or failing him
- Name..... Address.....
 Email Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company for 2015-16, to be held on Thursday, the 29th September, 2016 at Committee Room of Calcutta Chamber of Commerce at 18H, Park Street, Kolkata - 700 071 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	To Consider and adopt Audited Financial Statements as on 31st March, 2016 and, Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Shri Yashwant Kumar Daga (DIN:00040632) who retires by rotation, and being eligible, offers himself for re-appointment			
3.	Appointment of Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
4.	Approval of related party transactions u/s 188 of the Companies Act, 2013			
5.	Approval to make investment, provide loan or give guarantee u/s 186 of the Companies Act, 2013			
6.	To consider fees for delivery of a document through a particular mode to a member			

Signed this.....day of2016
 Signature of the shareholder
 Signature of the Proxy Holder

Affix Revenue Stamp

Note :

- This form of proxy in order to be effective should be completed and deposit at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.